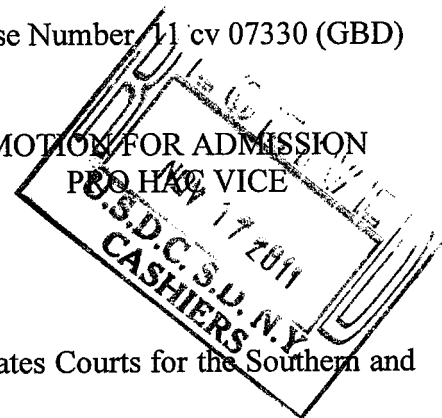


**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE: BERNARD L. MADOFF INVESTMENT
SECURITIES LLC

Case Number 11 cv 07330 (GBD)

MOTION FOR ADMISSION
PRO HAC VICE



Pursuant to Rule 1.3 of the Local Rules of the United States Courts for the Southern and Eastern Districts of New York, I, Carol E. Head, hereby move this Court for an Order for admission to practice Pro Hac Vice to appear as counsel for MassMutual Holding LLC and Massachusetts Mutual Life Insurance Company in the above-captioned action.

I am in good standing of the bars of the states of Massachusetts and Rhode Island and there are no pending disciplinary proceedings against me in any state or federal court.

Dated: November 16, 2011

Respectfully submitted,

Carol E. Head
Bingham McCutchen LLP
One Federal Street
Boston, MA 02110-1726
Tel.: 617.951.8000
Fax: 617.951.8736
Email: carol.head@bingham.com

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, SS.

BE IT REMEMBERED, that at the Supreme Judicial Court holden at Boston within and for said County of Suffolk, on the first day of February A.D. 2002, said Court being the highest Court of Record in said Commonwealth:

Carol Elisabeth Head

being found duly qualified in that behalf, and having taken and subscribed the oaths required by law, was admitted to practice as an Attorney, and, by virtue thereof, as a Counsellor at Law, in any of the Courts of the said Commonwealth: that said Attorney is at present a member of the Bar, and is in good standing according to the records of this Court*.

In testimony whereof, I have hereunto set my hand and affixed the seal of said Court, this second day of November

in the year of our Lord two thousand and eleven.




MAURA S. DOYLE, Clerk

* Records of private discipline, if any, such as a private reprimand imposed by the Board of Bar Overseers or by any court, are not covered by this certification.



Supreme Court of Rhode Island
Providence

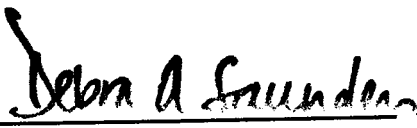
*The State of Rhode Island and
Providence Plantations*

This Certifies that

CAROL E HEAD
of Boston, Massachusetts

*is an Attorney and Counselor of the Supreme Court of the
State of Rhode Island, and as such was on the
15th day of November, 2001 admitted to practice in all the
courts of said state as appears of record in the Office of the
Clerk of the Supreme Court and is in good standing and
qualified to practice in said courts.*

*Given under our hands and the seal of said Supreme Court
at Providence this 4th day of November, 2011.*



Clerk

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE: BERNARD L. MADOFF INVESTMENT
SECURITIES LLC

Case Number 11 cv 07330 (GBD)

**ORDER FOR ADMISSION
PRO HAC VICE**

The Motion of Carol E. Head for admission to practice Pro Hac Vice in the above captioned action is granted.

Applicant has declared that she is a member in good standing of the bar of the state of Massachusetts; and that her contact information is as follows:

Applicant Name:	Carol E. Head
Firm Name:	Bingham McCutchen LLP
Address:	One Federal Street
City / State / Zip:	Boston, MA 02110
Telephone / Fax:	617.951.8000 / 617.951.8736

Applicant having requested admission Pro Hac Vice to appear for all purposes as counsel for MassMutual Holding LLC and Massachusetts Mutual Life Insurance Company in the above entitled action;

IT IS HEREBY ORDERED that Applicant is admitted to practice Pro Hac Vice in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at [apply for an ECF PASSWORD](#).

Dated:

United States District / Magistrate Judge

CERTIFICATE OF SERVICE

I, Carol E. Head, of Bingham McCutchen LLP, One Federal Street, Boston, Massachusetts, 02110, affirm that on November 16, 2011, I served a copy by First Class Mail of the Motion for Admission Pro Hac Vice on the following:

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Kobre & Kim LLP
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New York, NY 10022

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1095 Avenue of the Americas
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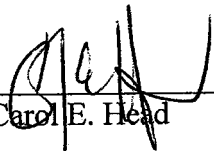
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Carol E. Head